

Private and Confidential

Company No.3375967

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

MAINLINE SAFETY LIMITED



Pursuant to Regulation 53 of Table A contained in the
schedule to the Companies (Tables A to F) Regulations
1985, as incorporated in Company's Articles of Association

Made on25/10....., 2000

We, the undersigned Members of the above named Company being all the Members who are at the date hereof would be entitled to attend and vote at a General Meeting of the Company hereby agree and resolve as follows:-

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be hereby increased from £203,606 to £233,606 by the creation of 30,000 additional Ordinary Shares of £1.00 each in the capital of the Company ranking pari passu in all respects with the existing Shares in the capital of the Company.
2. That, subject to the passing of Resolution number 1 set out above:-
 - (a) the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Company's Act 1985 (the Act) and in substitution for their existing power to allot relevant securities as defined in the Act to exercise all powers of the Company to allot relevant securities to an aggregate nominal amount of £30,000 for a period of 5 years from the date of the passing of this resolution, but so that this authority shall allow the Company to make offers or agreements before the expire of this authority which would or might require relevant securities to be allotted at the expiry of such period;

- (b) words and expressions defined in or for the purposes of part V of the Act shall bear the same meaning in this resolution.

3. That:-

- (a) the Directors be and they are hereby in power pursuant to Section 95 of the Act, and the substitution for their existing power to allot equity securities as defined in the Act to allot equity securities pursuant to the authority given in accordance with Section 80 of the Act by the said resolution number 2 as if 89 (1) of the Act did not apply to such allotment;
- (b) all authorities previously conferred upon Section 80 and 95 of the Act or under the corresponding provisions of any former Act be and they are hereby revoked provided that such revocation shall not have retrospect of effect;
- (c) words expressions to find in or for the purpose of part 4 of the Act shall bear the same meaning in this resolution.

4. That, 30,000 Ordinary Shares of £1.00 each in the capital of the Company be and they are hereby reclassified as 30,000 redeemable preference Shares of £1.00 each (the "Preference Shares") in the capital of the Company each having the rights attached thereto as set out in the Company's existing Articles of Association (the "Articles") as amended by the provisions of this resolution.

5. That, the Memorandum of Association of the Company be and is hereby amended by the deletion of Clause 5 thereof and the substitution therefore of the following words:-

"5. The Company's share capital is £233,606 divided into 8,606 'A' Ordinary Shares of £1.00 each, 10,000 Ordinary Shares of £1.00 each and 215,000 Preference Shares of £1.00 each".

6. That, the Articles be amended by the adoption of the following new articles in substitution for and to the exclusion of the corresponding articles contained therein.

Words and expressions and references to numbering in this Resolution 7, shall, except where the context otherwise provides or as specifically set out below, be given the same meaning in the Articles:-

"5.1 The authorised share capital of the Company at the date of the adoption of these Articles is £233,606 divided into:-

- (a) 10,000 Ordinary Shares of £1 each;
- (b) 215,000 Preference Shares of £1 each;
- (c) 8,606 'A' Ordinary Shares of £1 each";

"8.3 To the extent not previously redeemed the Company shall on each of the dates set out below redeem the number of Preference Shares shown against such dates:

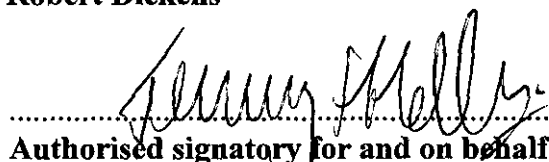
<i>Date</i>	<i>Number of Preference Shares</i>	<i>Redemption Sum (£)</i>
<i>1st July 2002</i>	<i>61,666</i>	<i>£77,083</i>
<i>1st July 2003</i>	<i>61,667</i>	<i>£77,083</i>
<i>1st July 2004</i>	<i>91,667</i>	<i>£114,583"</i>



Robert Dickens



Sarah Thompson



Authorised signatory for and on behalf of Minster Mersey Ventures Limited
as general partner for Merseyside Special Investment Venture Fund